MARVEL

ISSUE 24

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SPIDER-MAN NOIR

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ULTIMATE COMICS™

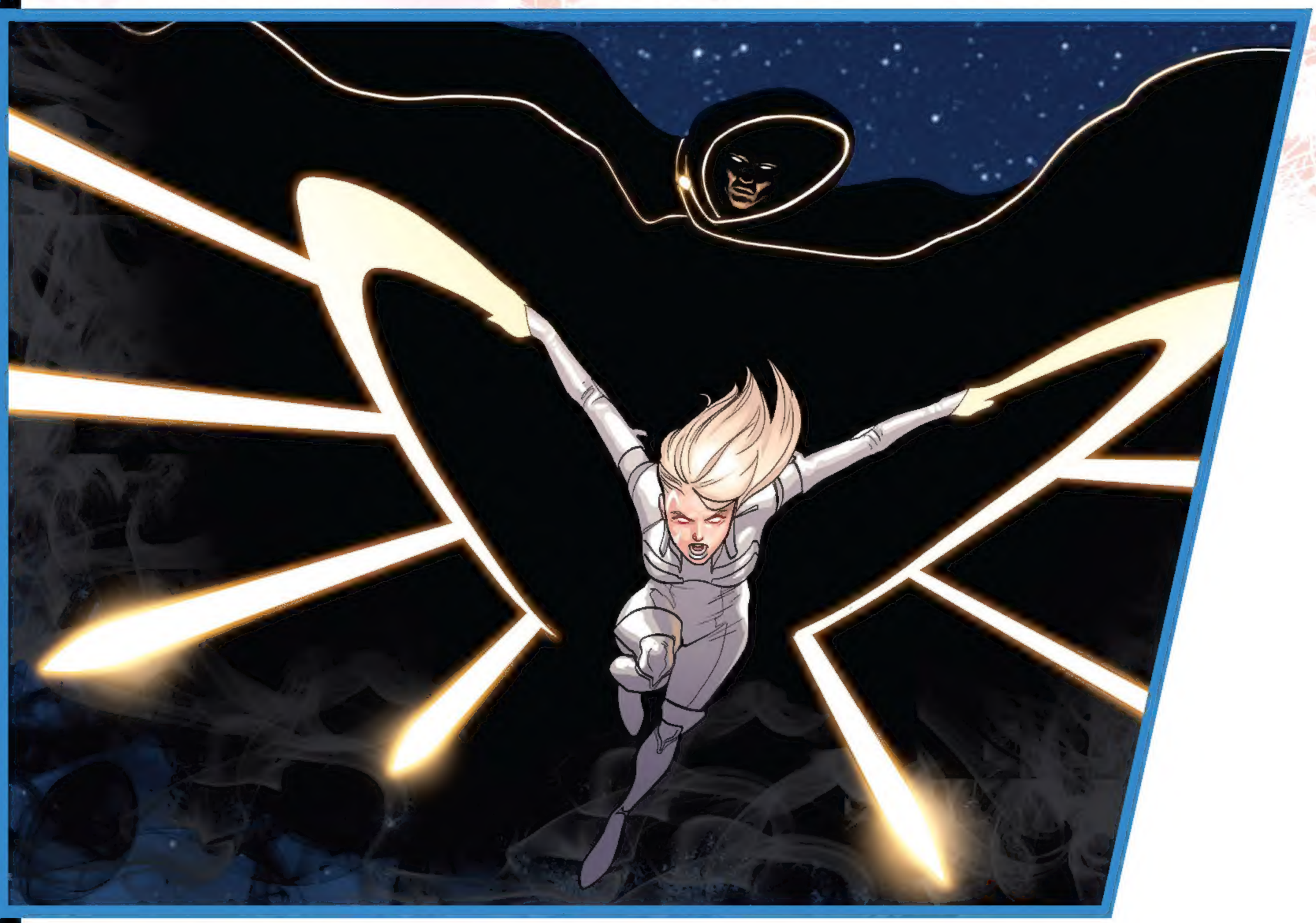
ALL-NEW SPIDER-MAN®

MARQUEZ 13

Months before Peter Parker was shot and killed, grade-schooler Miles Morales was about to start a new chapter in his life at a new school--when he was suddenly bitten by a stolen, genetically altered spider that gave him incredible arachnid-like powers.

News he has shared only with his best friend Ganke. Ganke is helping Miles figure out how to be...

ULTIMATE COMICS SPIDER-MAN



PREVIOUSLY:

One year ago, after a disastrous battle with Venom that killed his mother and left his father in the hospital, Miles Morales gave up being Spider-Man.

Today, Miles wrestles with his choices as he and his father learn to live with each other. Spider-Woman offered him a new costume to return to his role as Spider-Man. Miles rejected it.

While out having dinner, Miles and his father bumped into Peter Parker's best friend Gwen Stacy but their awkward reunion was interrupted when a super-powered battle between ex-Spider-Man nemesis Bombshell and a brand-new super-powered team, Cloak and Dagger, erupted right outside the restaurant!

BRIAN MICHAEL BENDIS
WRITER

DAVE MARQUEZ
ART

JUSTIN PONSOR
COLORS

VC'S CORY PETIT
LETTERING

DAVE MARQUEZ & RAINIER BEREDO
COVER

EMILY SHAW
ASSISTANT EDITOR

MARK PANICCIA
EDITOR

AXEL ALONSO
EDITOR IN CHIEF

JOE QUESADA
CHIEF CREATIVE OFFICER

DAN BUCKLEY
PUBLISHER

ALAN FINE
EXECUTIVE PRODUCER

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Ming's Chinese-American Restaurant, Brooklyn. Now.

CLOAK AND DAGGER VS BOMBSHELL

You're *under arrest, Bombshell!!!*

You can't arrest her, Dagger.

You know what I mean.

But you can't arrest--

She's the bad guy.

We're not cops.

What the swear word is it with you two?!

Good question.

I haven't seen or heard a super-powered anything since I gave up being Spider-Man and now I get *three?!*

Right up in my face??

Gwen, get away from the window.

Don't look at me.

What is this, Miles?

And I have no idea who the good guys or the bad guys are on this one--

Ganke would know.

He probably follows them on Twitter.

Who are they?

ONE YEAR AGO

Westwood Mall, Queens.

Food Court

BURR-GERS

GEN. CHO'S

Chick-Chick-Chick'n

Oh my God!!

How long does it take to get french fries and a bottle of water?!

I'm sorry.

Th-they had to reboot the fryer so--

UGHH!!

I'm the assistant manager. Can I help you?

Yeah, I'm actually *dying* of old age waiting for some fries and a water.

Oh, okay, here we go. Sorry for the-- hey...

I know you.

Yeah... I know you, too.

Where do I--?

You were at the national student council Hamptons' weekend.

I was.

You're student council president of Midtown High. The Spider-Man high school.

I am.

And we, uh, we don't really call it that.

Tandy. Tandy, right?

I'm student council president of Forest Hills High School.

Ty Johnson.

ASSISTANT MANAGER

Hi.

Tandy Bowen.

SIX MONTHS AGO

Prom Night.

Look at you.

Look at *me*?

Look at you.

I've never worn white before. I feel weird.

You're nuts. Get in.

Oh my God, Ty!!

This is *insane!*

Not bad, huh?

Can I tell you something?

You're not going to mention I got a limo?

Shut up and listen.

I-I never thought--

In my *life* I never thought I'd ever go to prom.

In fact, I resigned myself to the idea: there are people who get to go to--

You didn't think I was gonna ask you to your prom?

No. I'm saying *before* we met--

Before we met I never thought I would ever meet anybody that I--I felt this way about.

And I never thought I--I would feel--I just want you to know that this...

What you did here tonight...

You don't think I *knew* this?

I knew this was important to you.

Of *course* I was going to go all out.

And I'm saying--oh crap--if I cry I'll mess up my makeup.

Hey.

Tonight is important to me too.

You don't like stuff like this.

I like making you happy and I've never had a chance to make you *this* happy.

I would totally marry you right now.

Wow. Then I'm really glad I splurged--

For the--

DAILY BUGLE

PROM NIGHTMARE

Two New York City school class presidents lie in a coma after near fatal hit and run disaster.

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High school seniors, Tandy Bowen and Tyrone Johnson were struck in a rented limo by a speeding delivery truck. The driver, Simon Marshall, was killed instantly. Both happen to be high school class presidents from competing neighborhood schools. The two were on their way to prom where they were both expected to...

Now.

Holy!!

Ho!!

Aaggh what the hell??

Miles! Are you okay?

My restaurant!!

Not my fault. Sorry.

Whoa!

Have you ever met these--?

Don't.

I'm whispering.

Shut up, Gwen Stacy!!

I've gone this long without my anti-super-hero father finding out I was Spider-Man.

I don't need you mouthing off in front of him.

We have to get out of here!

I'm not going to let him find out *now* especially when I'm not even Spider-Man anymore!!

I'll distract your father and you go--

Shut up.

Look at you!!

One a'me and two a'you and *look at you!!*

And just for the record, you guys *started this!!*

Now I don't know how you knew who I am or what I can do, but--and this is a big but--

You're--

Uh...

Wh-what are you--?

What is--

Oh God!

Cloak, *let her go!!*

Not yet.

I said *let her go!*

Miles, boy, let's go!!

Are you hurt?

Let her go.

Not yet.

What do you think you're doing?

I *know* what I'm doing. She's going to stop running and fighting and she's--

No, you don't.

Stop it.

This was *your* idea.

Settle *down.*

Let her go or *you'll kill her!!*

WHO ARE YOU PEOPLE?!

I've seen weird.

And this is *really* weird.

Come on!

Who are these people?

I don't know!!

THREE MONTHS AGO

Midtown Hospital.

That they get to share a room.

It's kind of sweet.

Why are they in the *same* room?

Oh, you know, Nathaniel, it's that holistic healing horse crap...

Probably one of their mothers thinks their spirits might somehow wake each other up or--

My mother was into that kind of thing. All the good it did her.

And no one will notice they're not here anymore while we experiment on them?

Dr. Layla Miller

Nathaniel Essex

Dr. Samuel Sterns

Dr. Arnim Zola III

Well, that is both sad and sweet.

You rarely find things that are both.

They're half dead, Layla, what are you talking about?

Thanks to a generous donation by the Roxxon Foundation...they are going to be declared ***dead*** soon.

And then they are ***ours*** to play with.

And the families won't come looking?

They are going to be cremated "accidently" by the hospital staff.

That is grim.

Hell, Dr. Zola, everyone thinks ***we're*** dead, and I, for one, found it all very freeing.

It has made our work as the Roxxon Brain Trust all the more--

Freeing.

Yes.

You said it was time to get back to human testing...

God saw fit to provide.

NOW.

Hhaaa!

Take that!

"Hey, I'll distract your dad..."

How did-- agh!

It felt like a knife right through me but it's just... gone.

This way.

Oh, I'm ruined!!

I'm just ruined!!

Not anymore.

What the hell are you talking about?

You're Spider-Man.

I don't do that anymore.

No?

Aiee!

Come on!!

Miles!!

Go, dad...

Ow!

Aargh!

"...go out the back!!"

...You suit up and shut that whole thing down.

No. Let's help your--

SLAP

Miles?!

Peter Parker died!!

My *father* died *just* like your mother did.

You don't know what to do? You get up.

You *get up!!*

You get up.

Yipes!

BOOM

Light lady and shadow dude...

Okay, whatever this is... I'm out.

I donaaaaa--

--aaaaaaah!!!

We should go.

The police.

What are you doing?!

She's going to explode out of you.

No. I have it now.

Oh, *do* you?

We are not violent people and we are smarter than this.

Well, I didn't know she could explode.

We knew she could do *something*.

She's not going to talk to us. Let her go.

She will. She has to.

I'm still not used to any of this.

I really don't think we ever will be.

Why- *why* did this happen to us?

I'm working on it.

THREE DAYS AGO

Roxxon Laboratories.

I have moved *heaven and earth* for you.

And in return, I expect heaven and earth moved *for me.*

I have supplied you with everything money can buy...

I have supplied you with *human guinea pigs* from all walks of life...

And I *still* don't have anything that resembles anything close to what Norman Osborn was able to create with a *spider.*

Do you know what dark matter is, Mr. Roxxon?

It's *anti-* matter?

Close.

It's an element of the universe that humans have yet to discover a purpose for.

Dr. Sterns here has a very cogent theory that the human form can contain and control it.

That and many *other* things.

We are a vessel half full.

And that's what I am about to prove.

Initiate phase 1 protocols.

Everyone at your stations.

Please make sure that all sensors and recording devices are *on* and calibrated.

Right now? This is happening right now?

That's what we called you in for, boss.

Really? *Right* now?

You have moved heaven and earth for us... it's the least we can do.

Process A engaged.

What are you injecting into the--?

Is--is-- is *that* dark matter?

It is a catalyst compound.

Vital signs are stable, Zola.

I think we are a go for Process B.

We already *have* dark matter inside of us.

Everything does. All things do.

It's the thing in between the things that make us *us*.

So is the *theory*...

You see...and I mean no offense, Mr. Roxxon, but the problem with your experiments up until now is that you keep trying to duplicate what Norman *Osborn* did.

What Norman Osborn created with his fractured Oz formula...

What the Parkers created with the symbiotes years ago...

Why would you try to duplicate failure?

Spider-Man was Osborn's penicillin, his accident...

But what it did show us, inarguably, was that there are energies inside all of us.

Untapped potential.

Things we can't even perceive yet.

Um, I think we have a--

Uh-oh.

Agh!

Aaaiiee!!

They're awake!!

That's fascinating.

Is that bad?

It's fascinating. Don't be so quick to--

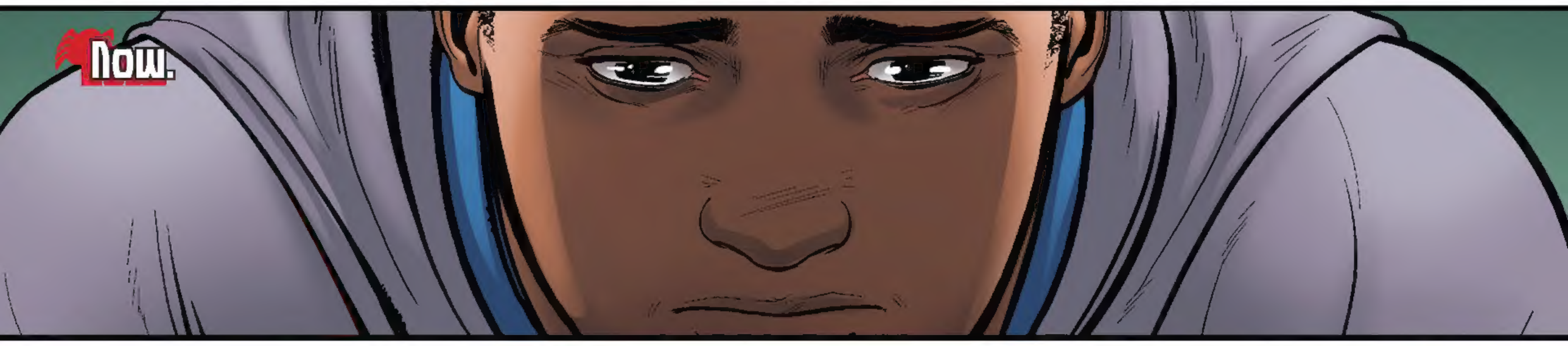
AAAAAGGGGGGH!

AIIIIIIIIIIEEAA!!

All stations!!

Get out of there!!!

Get out of there now!!!!



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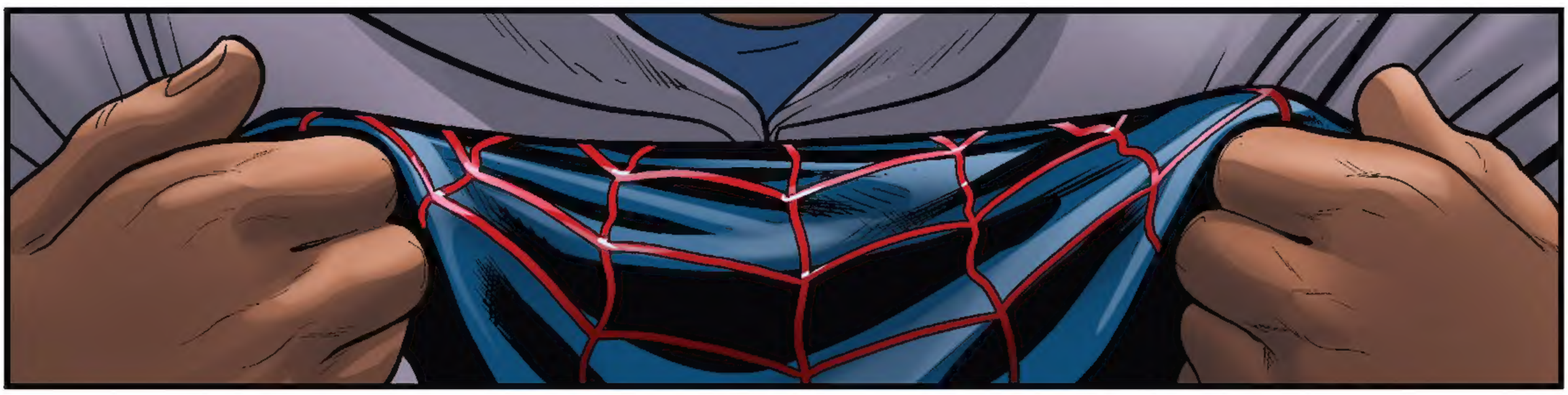

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ULTIMATE SPIDER-MAIL!

Welcome to the 24th issue of ULTIMATE COMICS SPIDER-MAN. As I walked to work this morning, putting together my mental checklist for the day, I realized the letters page for this issue was going to need to be oversized. When a story touches readers like issue 22 did, people react. We'd gotten so much email in regards to the death of Miles' mom I wanted to make sure we could print as many as possible (some edited for space):

Dear Ultimate Office,

Well, what can I say? My heart has been broken. The last issue of the Venom War storyline was absolutely amazing. I can't believe Mr. Bendis just killed such a great character. The issue as a whole had great pacing. Every time I turned the page, I was holding my breath. Pichelli's art was spectacular and will be missed on the book. The dynamic between Miles' parents was something that I loved in the book so I can't wait to get my hands on the next issue. I want to see how Miles' relationship with his father has changed. I have read Ultimate Spider-Man since I was a little kid. It was the book that introduced me to comics and I can happily say the book is on a whole new level with Miles as Spidey.

Sincerely,
Saul Santos
Laredo,TX

Wow! That was easily one of the best Spider-Man issues I've ever read! Bendis and Pichelli really know how to tell an "amazing" wall crawler story. Gwen & MJ chilling with Ganke was awesome! Miles fighting Venom was so cool! And then you (spoiler) kill Miles mom! What? I was not ready for that... And finally you drop the bomb that Sara is leaving! Oh jeez...that was a hard book to get through. Keep it up! Both my wife Karley and myself absolutely love this comic! Thank you!

Cody Cook
Calgary, AB, Canada

Ultimate Spidey Crew,

Thank you. When the last volume of Ultimate Spider-man ended with ol' Pete's death, I gave serious consideration to just letting my readership die as well. Not that it wasn't good or that I didn't expect the new volume to be decent comics, but it was as good a jumping off point as a jumping on one (kinda like the Distinguished Competition's universal reboot, except I did stop reading that, ha). Boy, am I glad I didn't. It's consistently at the top of my to-read pile and is just riddled with pathos.

As far as issue 22, it was heartbreaking. I'm not an overly emotional person by nature and there's a certain amount of cynicism that comes with having read so many books and comics, watched so many movies and TV, and generally just been exposed to so much media, but damn if I didn't tear up a bit reading those last handful of pages.

Thank you and congratulations; I'll be reading for many years to come.

Jordan Cooper

Brian, Sara, Justin, Cory, Emily, Jon, Mark, and David.

How you guys doing? I just had to write in today, on April 26, 2013. Tomorrow it will be 2 years since I lost my grandmother to heart complications. I finally felt that I could type up this letter to you guys. Spider-Man was my grandma's favorite superhero. I used to live at her house when I was younger and we would watch the 1990s cartoon all the time along with Spider-Man and his Amazing Friends. Then when Ultimate Spider-Man came out, we read the books together sometimes. I have to thank you guys at Marvel for that experience, but she died before I could tell her that a new, young, black Spider-Man was created. She never got to meet Miles Morales. It's my belief that she, being half black and Native American herself, would LOVE him. I know it's kind of dumb, but I regret that I couldn't enjoy these new stories with her, but I'm sure that with all the crazy characters and events you see in Marvel comics, she's found a way to get a comic book up in heaven. Thank you for creating such a great character and story.

Sincerely and gratefully,
James Kelly
Shreveport, LA

Dear Mark Paniccia and the Ultimate Team,

Ultimate Spider-Man #22 was great! Filled with action, heartbreak and questions to be answered in the future. And now with a time jump in the next arc, I'm excited to see everyone's reactions, that Ganke's still a loyal and helpful best friend, and meet more Ultimatized characters! I've been collecting since issue 1. You still keep me wanting to buy more and more Ultimate! Tell Brian to keep up the good work. I buy all his writing. Bye to Sara, she will be missed and hello to Dave! I'm expecting his work to be outstanding. Thank you for reading.

Sincerely,
Alex
El Paso, TX

PS waiting for Ultimate GOTG!

Dear Ultimate Spider-Man Team,

You guys are doing an amazing job! This is one of the few comic books that actually causes me to scream in pain while I'm in public while I'm reading it. It concerns the people around me BUT NONE THE LESS it's fantastic. With what recently happened to Miles mom and his Uncle, it feels like Miles has gone through so much more then Peter ever did. It's forcing him to grow up faster than Peter Parker ever had to. Not to mention the emotion held in those moments astounds me and completely takes my breath away (because I am screaming when they happen). Please keep doing what you're doing.

Sincerly,
Julian Lopez A Devoted Spider-Fan!

Hola Ultimate Office!

I am an average Dominican teenager from Uptown, New York City. I am new when it comes to reading comic books. Ever since the late 90's and the early 00's, I've watched animated TV shows based on heroes like Spider-Man. I rarely picked up a comic book until I started reading about Miles Morales the new Spider-Man. When I saw and heard about an Afro-Hispanic kid becoming the new Spider-Man, I couldn't believe it: A hero with the same skin color and a last name almost identical to mine. So I started reading a couple of the issues and I LOVED IT. What a great way for me to get introduce into comics with a brand new hero.

Don't get me wrong, I loved watching Peter Parker on TV. The way he riled up his enemies with his jokes and the fact he didn't let life bring him down was the reason why I looked up to him. Now I'm reading about Miles and so far his story his amazing. I can so relate to Miles, except for the super powers. I love the artwork, the slang and every detail you guys put in. Ohh and just pointing it out, judging from the 12 issue, I feel like someone has a crush on Miles. Anyway this is my first and so far only comic book series that I'm following. Thank you for creating Miles Morales, Brian Michael Bendis, Sara Pichelli, and everybody in the office. You guys made me a fan.

Gracias,
Michael Minaya

Howdy, creators of Ultimate Spidey!

I am 19 and this is my first letter to you guys. Ultimate Spider-Man was the first comic I ever read right from beginning - I mean without skipping even a single issue. In issue #160 when Peter Parker, a.k.a my friendly neighborhood Spidey died, I felt it was necessary. HE IS MY 1ST CHILDHOOD SUPERHERO, but sometimes realities must be met.

Before I got the first issue, I felt that the inclusion of Miles Morales as the inheritor of SPIDER-MAN was iffy. But when it all started taking place, the way you presented the story and cast, issue after issue did total justice to the character. I mean, when the old cast members like MJ, Gwen, and Aunt May met Miles (my favorite issue!)...every piece of the story was totally just. You are doing a great job, guys. Love you! Waiting for the next issue.

Yours Truly,
Nakshatra
Kolhapur, India

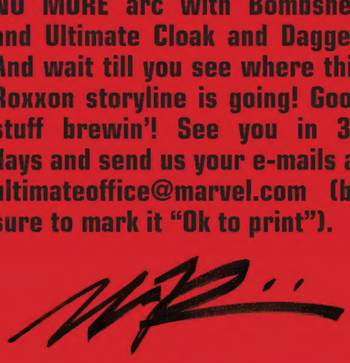
To the Ultimate Office

I enjoy the entire Ultimate Comics line with its bold twenty-first century story-telling, its wide paneled artwork, camera-like angles and color that produces cinematic special effects. My favorite Ultimate title is "All New Spider-Man." It is exactly what I would expect from Marvel comics and nothing less! I applaud you collectively. I can see that you all work hard to deliver the Ultimate reading experience. I have been a witness to the birth of a hero, Miles Morales, without the benefit of formal training, only video footage of the former Spider-Man exploits to guide him.

Personally, I find the wing and a prayer approach to superhero-ing fresh and insightful. I have no doubt that Miles will become a Truly Great hero! Without the Parker luck to rely on, the road to becoming an Amazing type of Spiderman will be a long hard road.

Respectfully,
Larry J.Earl

Everyone, thanks so much for taking the time to write in. It means a lot to all of us here at Marvel and to our hard-working creators. Hope you are enjoying the SPIDER-MAN NO MORE arc with Bombshell and Ultimate Cloak and Dagger. And wait till you see where this Roxxon storyline is going! Good stuff brewin'! See you in 30 days and send us your e-mails at ultimateoffice@marvel.com (be sure to mark it "Ok to print").



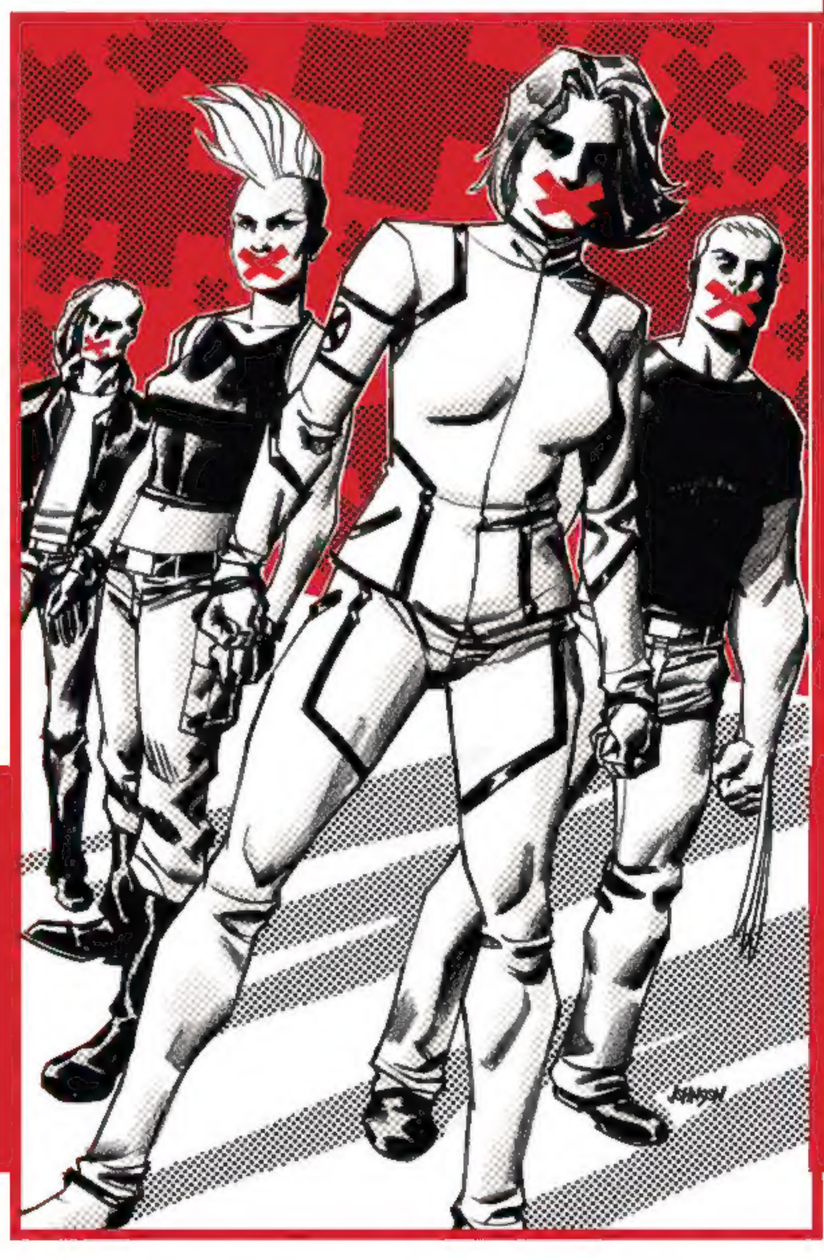
Mark Paniccia
Senior Editor
ULTIMATE COMICS

ULTIMATE COMICS SPIDER-MAN

NEXT ISSUE: THE SPIDER RETURNS?

ULTIMATE COMICS ULTIMATES #26

ULTIMATE COMICS X-MEN #27



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